

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“BL”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Committee”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 29, 2009 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of BL’s third application dated August 5, 2010 (the “Application”) for interim compensation and reimbursement of expenses for the

period commencing February 1, 2010 through and including May 31, 2010 in accordance with the Guidelines.

3. In respect of section A.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by the BL in-house or through a third party.

4. In respect of section A.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with the provisions requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of BL's fees and disbursements accrued during the previous month, as set forth in the Administrative Order.

5. In respect of section A.3 of the Local Guidelines, I certify that the Debtors, the chair of the Committee and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on July 2, 2010, which Application has since been revised, most significantly, to reduce the fees requested by \$5,379.75.

Dated: New York, New York
August 5, 2010

/s/ Barry N. Seidel
Barry N. Seidel